

# Delaware

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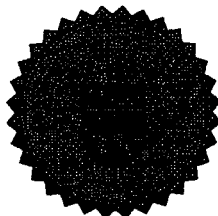
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "BARBOUR GRIFFITH & ROGERS, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2004, AT 4:03 O'CLOCK P.M.

2004 JUN -9 AM 11:48  
CRM/ISS/REGISTRATION UNIT

3781954 8100

040217920



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3012238

DATE: 03-25-04

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:03 PM 03/24/2004  
FILED 04:03 PM 03/24/2004  
SRV 040217920 - 3781954 FILE

**CERTIFICATE OF FORMATION  
OF  
BARBOUR GRIFFITH & ROGERS, LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

**I.**

**NAME**

The name of the limited liability company is Barbour Griffith & Rogers, LLC (the "Company").

**II.**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office and the name and the address of the registered agent of the Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County.

IN WITNESS WHEREOF, the undersigned authorized agent of the Company has executed this Certificate of Formation as of March 23, 2004.

  
By: G. O. Griffith Jr.  
Authorized Person

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

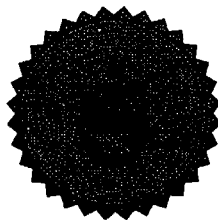
"BARBOUR GRIFFITH & ROGERS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BARBOUR GRIFFITH & ROGERS, LLC" UNDER THE NAME OF "BARBOUR GRIFFITH & ROGERS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MAY, A.D. 2004, AT 2:02 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2004 JUN -7 AM 11:48  
CRM/ISS/REGISTRATION UNIT

3781954 8100M

040400419



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3143885

DATE: 06-01-04

**CERTIFICATE OF MERGER OF  
BARBOUR GRIFFITH & ROGERS, INC.,  
a Delaware corporation,**

**with and into**

**BARBOUR GRIFFITH & ROGERS, LLC,  
a Delaware limited liability company,  
which shall be the surviving entity of the merger.**

2004 JUN -9 AM 11:48  
DIVISION OF CORPORATIONS  
REGISTRATION UNIT

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name of the surviving limited liability company is Barbour Griffith & Rogers, LLC, a Delaware limited liability company ("Survivor"), and the name of the corporation being merged into Survivor is Barbour Griffith & Rogers, Inc ("BGR").

**SECOND:** This Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by Survivor and BGR.

**THIRD:** The merger is to become effective as of the date this filing is accepted by the State of Delaware (the "Effective Date").

**FOURTH:** As of the Effective Date, BGR, shall be merged with and into the Survivor and the separate existence of BGR, shall cease, with the effect that the Survivor shall thereupon and thereafter possess and be vested with all the rights, privileges, immunities, franchises, causes of action, and property, and be responsible and liable for all the liabilities and obligations of BGR. Upon the Effective Date each share of BGR, shall be canceled. From and after the Effective Date, the Certificate of Formation and Limited Liability Company Agreement of the surviving limited liability corporation shall be the Certificate of Formation and Limited Liability Company Agreement of Survivor.

**FIFTH:** An executed Agreement and Plan of Merger is on file at the principal office of Survivor, the address of which is as follows:

Barbour Griffith & Rogers, LLC  
1275 Pennsylvania Avenue, NW, Tenth Floor  
Washington, DC 20004

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by Survivor on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

**[Remainder of page intentionally left blank; signature page to follow.]**

IN WITNESS, WHEREOF, said limited liability company has caused this  
Certificate to be signed by an authorized person, the 28th day of May, 2004, A.D.

By: 

Name: G. O. Griffith, Jr.

Title: Manager

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